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January 23, 2004

Honorable Deborah Taylor Tate Chairman, Tennessee Regulatory Authority 460 James Robertson Parkway Nashville, Tennessee 37243-0505

04-00033

Re:

Application of Gulf Long Distance, Inc. to Transfer Ownership and

Control

Dear Chairman Tate:

Please find enclosed for filing the original and thirteen copies of the Application of Gulf Long Distance, Inc. to transfer ownership and control. A \$25.00 check is also appended to cover the cost of filing.

If you have any questions concerning this filing, please feel free to call me.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:

Aprıl A. Ingram

Enclosure

cc:

Mike Skrivan

# BEFORE THE TENNESSEE REGULATORY AUTHORITY NASHVILLE, TENNESSEE

Petition for Authority to Transfer Ownership and Control	)	
Of Gulf Long Distance, Inc.	)	Docket No
Pursuant to a Corporate Restructuring	)	

#### PETITION FOR AUTHORITY TO TRANSFER OWNERSHIP AND CONTROL

Gulf Long Distance, Inc. ("Gulf" or the "Company"), by its attorneys, hereby respectfully requests approval from the Tennessee Regulatory Authority ("Authority") to transfer its ownership and control pursuant to a corporate restructuring involving an Initial Public Offering.

Gulf is currently certificated as a reseller of long distance services in Tennessee. 
Beneath several intermediary companies, it is ultimately owned and controlled by Madison River Capital, LLC, which in turn, is a wholly-owned subsidiary of Madison River Telephone Company, LLC, as shown in Fig. 1. A new holding company named Madison River Corporation is being formed through offering sale of shares to the public, and this Corporation will own and control 58% of Madison River Telephone Company. Current equity owners of Madison River Telephone Company will retain only the remaining 42% interest. As a result of this corporate reorganization, ultimate majority ownership and control of the reseller Gulf will be transferred to the publicly-held Corporation. Throughout the restructuring process and after the consummation of the transactions described herein, Gulf Long Distance, Inc. will continue to provide the same

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Reseller authority granted August 2, 1995, Docket No. 95-02356.

services at the same rates in an uninterrupted manner. The reorganization will be transparent to consumers. In support of this Petition, the parties provide the following information:

## I. THE PARTIES TO THE TRANSACTION

Madison River Corporation will be headquartered at:

103 South Fifth Street P.O. Box 430 Mebane, NC 27302

## II. DESIGNATED CONTACTS

The designated contacts for questions concerning this Application are:

Michael T. Skrivan, Vice President – Revenues Madison River Communications, LLC 103 South Fifth Street Post Office Box 430 Mebane, NC 27302 Telephone: (919) 563-8230

Fax: (919) 563-4993

and

April A. Ingram, Esq.
BOULT, CUMMINGS, CONNERS & BERRY, PLC
414 Union Street, Suite 1600
P.O. Box 198062
Nashville, Tennessee 37219
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## III. PUBLIC INTEREST ANALYSIS

This transaction does not involve any transfer of authorizations or change in carriers providing service to customers or any change in the rates, terms or conditions of service. Thus,

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the transfer of control of Gulf Long Distance, Inc. will be transparent to customers and will not

have any adverse impact on them. The only change is in the indirect ownership of the Company.

WHEREFORE, Gulf Long Distance, Inc. and its parent, Madison River Telephone

Company, LLC respectfully request that the Authority approve the transfer of ultimate

ownership and control of the Company to Madison River Corporation as described herein, and

grant such other and further relief as it deems necessary to carry out the transaction described

above.

Respectfully submitted,

Aprıl A. Ingram

BOULT, CUMMINGS, CONNERS & BERRY,

PLC

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Nashville, Tennessee 37219

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Attorney for Gulf Long Distance, Inc.

Dated: January 23, 2004

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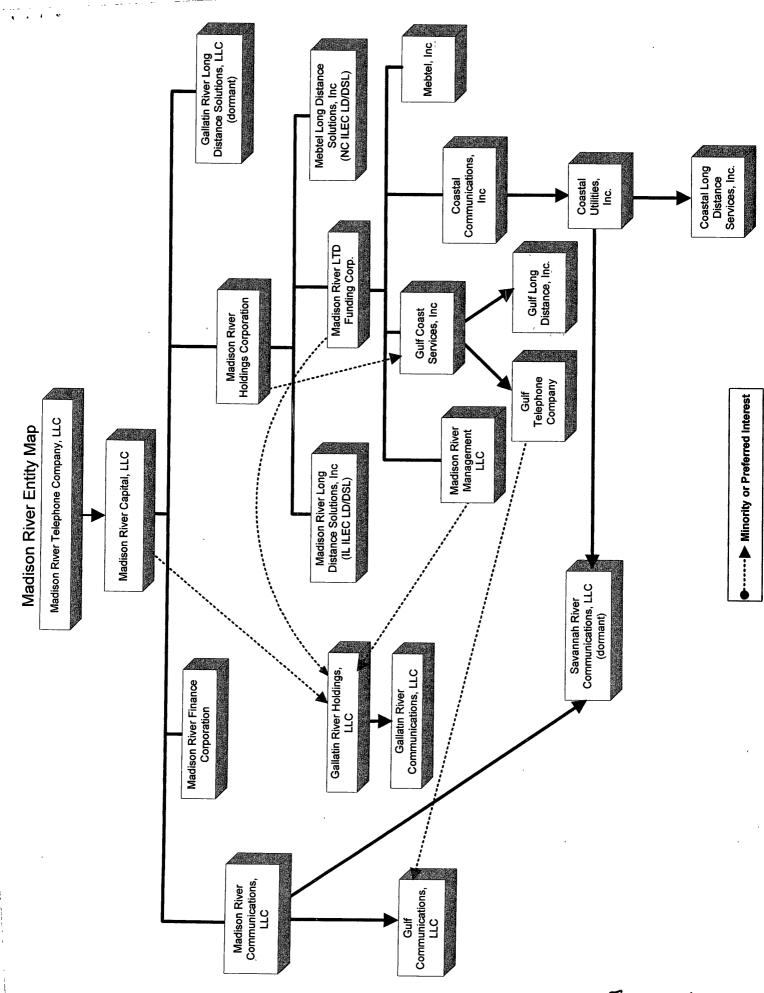


FIGURE 1